

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

WELLPATH HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-90533 (ARP)

(Jointly Administered)

**Re: Docket Nos. 21, 384, 563**

**NOTICE OF CANCELLATION OF AUCTION  
RELATING TO THE RECOVERY SOLUTIONS ASSETS SALE**

**PLEASE TAKE NOTICE** that, on November 11, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”) commencing these chapter 11 cases.

**PLEASE TAKE FURTHER NOTICE** that, on December 11, 2024, the Court entered the *Stipulated and Agreed Amended Order (I) Approving the Bidding Procedures for the Sale of the Debtors’ Assets, (II) Approving Entry Into a Stalking Horse Purchase Agreement for the Recovery Solutions Assets, (III) Authorizing the Recovery Solutions Expense Reimbursement, (IV) Authorizing Potential Selection of Stalking Horse Bidders for the Corrections Assets and Approving Related Corrections Asset(s) Bid Protections, (V) Establishing Related Dates and Deadlines, (VI) Approving the Form and Manner of Notice Thereof, (VII) Approving the Assumption and Assignment Procedures, and (VIII) Granting Related Relief* [Docket No. 384] (the “Bidding Procedures Order”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that, on December 20, 2024, the Debtors filed the *Notice of Amended Timeline for Recovery Solutions / Consolidated Sale Transaction* [Docket No. 563] (the “Amended Timeline”). The Amended Timeline set forth the revised dates and deadlines related to the Recovery Solutions / Consolidated Sale Transaction.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to paragraph 8 of the Bidding Procedures Order and the Amended Timeline, the Debtors were to conduct a Recovery Solutions / Consolidated Auction on January 7, 2025 at 9:00 a.m. (prevailing Central Time) in the event that the Debtors timely received more than one Qualified Bid for the Recovery Solutions Assets.

---

<sup>1</sup> A complete list of the Debtors (as defined below) in these chapter 11 cases may be obtained on the website of the debtors’ claims and noticing agent at <https://dm.epiq11.com/Wellpath>. The Debtors’ service address for these chapter 11 cases is 3340 Perimeter Hill Drive, Nashville, Tennessee 37211.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Bidding Procedures Order.

**PLEASE TAKE FURTHER NOTICE** that the Debtors did not receive a Qualified Bid for the Recovery Solutions Assets (other than the Recovery Solutions Stalking Horse Bid) by the Recovery Solutions / Consolidated Bid Deadline (*i.e.*, January 6, 2025 at 4:00 p.m. (prevailing Central Time)) and, therefore, (a) the Recovery Solutions Stalking Horse Bid is the only Qualified Bid for the Recovery Solutions Assets and (b) the Debtors, after consulting with the Consultation Parties, have designated the Recovery Solutions Stalking Horse Bid as the Successful Bid for the Recovery Solutions Assets.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with paragraph 9 of the Bidding Procedures Order, the Debtors have elected, after consulting with the Consultation Parties, to cancel the Recovery Solutions / Consolidated Auction and seek approval of the Sale Transaction contemplated in the Recovery Solutions Stalking Horse Bid at the Sale Hearing scheduled for January 8, 2025 at 1:00 p.m. (prevailing Central Time).

**PLEASE TAKE FURTHER NOTICE** that the Debtors will promptly file (a) the Proposed Assumed Contracts Schedules in connection with the Sale Transaction for the Recovery Solutions Stalking Horse Bid and (b) a form of proposed Sale Order approving the Sale Transaction for the Recovery Solutions Stalking Horse Bid.

**PLEASE TAKE FURTHER NOTICE** that all documents filed in these chapter 11 cases, including the Bidding Procedures Order, and other relevant case information in these chapter 11 cases are available free of charge on the Debtors' case information website located at <https://dm.epiq11.com/wellpath> or can be requested by email at [WellpathInfo@epiqglobal.com](mailto:WellpathInfo@epiqglobal.com).

*[Remainder of page intentionally left blank]*

Dated: January 6, 2025  
Dallas, Texas

*/s/ Marcus A. Helt*

---

Marcus A. Helt (Texas Bar #24052187)  
MCDERMOTT WILL & EMERY LLP  
2501 N. Harwood Street, Suite 1900  
Dallas, Texas 75201-1664  
Telephone: (214) 295-8000  
Facsimile: (972) 232-3098  
Email: mhelt@mwe.com

-and-

Felicia Gerber Perlman (admitted *pro hac vice*)  
Bradley Thomas Giordano (admitted *pro hac vice*)  
Jake Jumbeck (admitted *pro hac vice*)  
Carole Wurzelbacher (admitted *pro hac vice*)  
Carmen Dingman (admitted *pro hac vice*)  
MCDERMOTT WILL & EMERY LLP  
444 West Lake Street, Suite 4000  
Chicago, Illinois 60606-0029  
Telephone: (312) 372-2000  
Facsimile: (312) 984-7700  
Email: fperlman@mwe.com  
bgiordano@mwe.com  
jjumbeck@mwe.com  
cwurzelbacher@mwe.com  
cdingman@mwe.com

-and-

Steven Z. Szanzer (admitted *pro hac vice*)  
MCDERMOTT WILL & EMERY LLP  
One Vanderbilt Avenue  
New York, New York 10017  
Telephone: (212) 547-5400  
Facsimile: (212) 547-5444  
Email: sszanzer@mwe.com

*Counsel to the Debtors and Debtors in Possession*

**Certificate of Service**

I certify that, on January 6, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Marcus A. Helt

Marcus A Helt